FORM D



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

_/33	7401
OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated averag	ge burden onse16.00
SEC US	E ONLY
Prefix	Serial
DATE RI	ECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A-1 Preferred Stock and Secured Convertible Promissory Note Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	The state of the s
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Inviso Systems, Inc.	AUG 3 2005 (Thomson
Address of Executive Offices (Number and Street, City, State, Zip Code) 95 Enterprise Suite #320, Aliso Viejo, CA 92656-2612	Telephone Number (Including Area Code) (415) 308-1034
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Manufacture Radio Frequency Identification (RFID) systems	RECEIVED CONTROL
Type of Business Organization corporation limited partnership, already formed other limited partnership, to be formed other limited partnership.	r (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for S CN for Canada; FN for other foreign jurisdiction)	tate:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	<u>A</u>	BASIC IDE	NTIF	ICATION DATA			
2. Enter the information request Each promoter of the issu Each beneficial owner hav Each executive officer and Each general and managir	er, if the issuer has been ving the power to vote of d director of corporate i	or dispose, or direct the ssuers and of corporate	vote or	r disposition of, 10%	ners of		
Check Box(es) that Apply:	Promoter 🗵	Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)						,
Robert Locke							
Business or Residence Address (N	umber and Street, City	, State, Zip Code)		•			
95 Enterprise Suite #320, Aliso V	iejo, CA 92656-2612						
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if indi-	vidual)						
Rhonda Longmore-Grund							
Business or Residence Address (N 25761 Fletcher Place, Laguna Hi	•	y, State, Zip Code)					
Check Box(es) that Apply:	Promoter 🛛	Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full Name (Last name first, if indi- Skip Glass	vidual) .						
Business or Residence Address (N c/o Canaan Equity, 2765 Sand H							
Check Box(es) that Apply:	Promoter 🔀	Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)						
Business or Residence Address (N c/o Partech US Partners, 50 Cali		•	CA 94	.111			
Check Box(es) that Apply:	Promoter 🖂	Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or
							 Managing Partner
Full Name (Last name first, if indi Donald Armagnac	vidual)						
Business or Residence Address (N	umber and Street, Cit	v. State. Zin Code)			,		
c/o MeadWestvao Corporation,			05	•			
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)	,					3 5
Ted Smith				·			
Business or Residence Address (N							
c/o Inviso Systems, Inc., 95 Ente	rprise Suite #320, Al	iso Viejo, CA 92656-2	2612				
Check Box(es) that Apply:	Promoter 🛛	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)						
Tim von Kaenel							
Business or Residence Address (N							
c/o Inviso Systems, Inc., 95 Ente	rprise Suite #320, Al	iso Viejo, CA 92656-2	2612				
	(Use blank shee	t, or copy and use addi	itional	copies of this sheet	, as ne	ecessary)	

				В	INFOR	MATION A	ABOUT OF	FERING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No	
	Answer also in Appendix, Column 2, if filing under ULOE.								. —			
2. Wha									\$ Yes	N/A No		
3. Does	the offering pe	rmit joint ow	nership of a	single unit?							\boxtimes	
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. 												
	(Last name fir	st, if individu	al)									
Business o	or Residence Ac	Idress (Numb	per and Street	t, City, State	, Zip Code)							
Name of A	Associated Brok	ter or Dealer					•				-	
States in V	Which Person L	isted Has Sol	icited or Inte	nds to Solici	t Purchasers							
(Check	"All States" or	check indivi	duals States)		••••••		••••••				☐ A	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
												(PR)
[RI]	[SC]	[SD]	[TN]	[TX]	[U T]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[114]
	[SC]			[TX]	[UT] 	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(110)
Full Name		st, if individu	ual)		-	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(111)
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
l _r	Enter-the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		\$1,000,000.00*
	Equity	\$ 7,750,000.00	\$_7,750,000.00
	Common Preferred		
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$8,750,000.00	\$_8,750,000.00
	*Inviso Systems has issued a \$1.0M promissory note which may be convertible into shares of Series A Preferred Stock may only be offered for sale if the Company achieves certain business milestones.	-2 Preferred Stock. So	uch Series A-2
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors		\$_8,750,000.00
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	. 🔲	\$
	Printing and Engraving Costs		\$
	Legal Fees	-	\$ 110,000.00
	Accounting Fees	–	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$ \$
	Other Expenses (identify) Filing fees		\$450.00
	Total		\$ <u>110,450.00</u>
		K-7	~

C. OFFERING PR	ICE, NUMB	ER (OF INVESTORS, EXPENSES A	ND USE O	F PROCEEDS		
b. Enter the difference between the aggregate o total expenses furnished in response to Part C - proceeds to the issuer."	Question 4.a.	This	is difference is the "adjusted gross			\$ <u>·8,639,550.00</u>	
the purposes shown. If the amount for any purpo	dicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the fit of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set with in response to Part C - Question 4 h above.						
					Payments to ers, Directors & Affiliates	Payments To Others	
Salaries and fees	•••••			🔲 ,\$_		S	
Purchase of real estate	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			🗆 \$_		S	
Purchase, rental or leasing and installation of m	nachinery and	equi	ipment	s_		s	
Construction or leasing of plant buildings and f	acilities			S_		<u> </u>	
Acquisition of other businesses (including the used in exchange for the assets or securities of	/alue of securi another issuer	ities r pur	involved in this offering that may b	oe 🛛 \$_	2,700,000.00	□ s	
Repayment of indebtedness				🗆 \$_		s	
Working capital				S_		∑ \$ <u>5,939,550.00</u>	
Other (specify):				🗆 s_		□ s	
Column Totals				🖂 s.	2,700,000.00	∑ \$ <u>5,939,550.00</u>	
Total Payments Listed (column totals add	ed)	•••••				9,550.00	
	D.	_	FEDERAL SIGNATURE				
The issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish the U.S. Securities accredited investor pursuant to paragraph (b)(2) of Rule	and Exchange						
Issuer (Print or Type)	Signature	1)	1 -	Date	`		
Inviso Systems, Inc.	ļ	<u>L</u>		August 1	<u>2</u> , 2005		
Name of Signer (Print or Type) Caine Moss	Title of Sign Secretary	ier ((Print or Type)				
Came 19055	Decreas,						
						,	
						•	
	•						
•							
		– A	ATTENTION				
Intentional Misstatements or C	Omissions of	Fact	t Constitute Federal Criminal Viol	lations. (S	ee 18. U.S.C. 100	1.)	